

Donald N. David (DD 5222)
Brian A. Bloom (BB 5722)
Jeremy A. Shure (JS 0490)
AKERMAN SENTERFITT LLP
335 Madison Avenue, Suite 2600
New York, New York 10017
Telephone: 212.880.3800
Facsimile: 212.880.8965

Attorneys for Defendants¹

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

GREYSTONE CDE, LLC,

Plaintiff,

- against -

SANTE FE POINTE, L.P., et al.,

Defendants.

Civil Case No: 07-CV.8377 (RPP)

**DECLARATION OF DONALD N. DAVID
IN OPPOSITION TO PLAINTIFF'S
MOTION FOR DEFAULT JUDGMENT
AND IN SUPPORT OF DEFENDANTS'
CROSS-MOTION TO DECLARE
SERVICE IMPROPER AND TO VACATE
SERVICE OF THE AMENDED
COMPLAINT AS IMPROPER**

I, Donald N. David, hereby declares the following under the penalty of perjury:

1. I am a member of Akerman Senterfitt LLP, special counsel for Defendants Sante Fe Pointe, L.P., Sante Fe Pointe Management, LLC, Rant LLC, and Theotis F. Oliphant (collectively, "Defendants") in the above captioned action.

2. Counsel for Defendants appears herein specially and for the limited purpose of opposing Plaintiff's motion for default judgment and seeking cross relief determining that the putative service of the amended complaint was ineffective to confer jurisdiction, vacating the

¹ Specially appearing for the limited purpose of opposing the within motion for default judgment and to cross-move for the related relief of seeking to vacate the improper service of process.

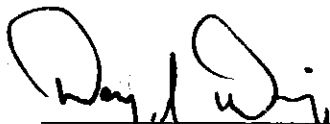
improper service and attendant certificate of service filed by the Plaintiffs with the Clerk of Court. The filing of the instant opposition pleadings shall not be deemed a general appearance for purposes of personal jurisdiction.

3. I am familiar with the proceedings in this case. I make this declaration based on my personal knowledge of the facts and documents set forth herein and in support of Defendant's opposition to Plaintiff's motion for default and in support of Defendant's cross-motion to: (i) determine that the putative service of the amended complaint was improper and has therefore not conveyed personal jurisdiction to this Court, (ii) vacate the improper service and related certificate of service; (iii) vacate the Clerk's Certificate of Default; and (iv) for such other and further relief as this Honorable Court deems just and proper under the circumstances.

4. Attached as Exhibits hereto are true and accurate copies of the following:

- Exhibit A: First Amended and Supplemental Complaint for Damages and Declaratory Relief, dated September 24, 2007 (w/o exhibits);
- Exhibit B: Partner Guaranty, Pledge, and Security Agreement from Santa Fe Pointe, Management, LLC and Theotis F. Oliphant to Greystone CDE, LLC, dated December 1, 2006;
- Exhibit C: Notice of Motion and Motion to Transfer Venue, filed in the United States District Court, Northern District of California (San Francisco Division) dated November 7, 2007;
- Exhibit D: Email from Ann Draper to Stephen M. Harnik (Plaintiff's counsel), dated October 25, 2007;
- Exhibit E: Letter from Ann Draper to Stephen M. Harnik (Plaintiff's counsel), dated October 26, 2007;
- Exhibit F: Email from Ann Draper to Stephen M. Harnik (Plaintiff's counsel), dated October 30, 2007;
- Exhibit G: Email from Ann Draper to Stephen M. Harnik (Plaintiff's counsel), dated November 1, 2007; and
- Exhibit H: Affidavit of Service for service of First Amended Complaint on October 5, 2007, and notarized on October 24, 2007.

I declare under penalty of perjury that the foregoing is true and correct. Executed in New York, New York on November 8, 2007.

A handwritten signature in black ink, appearing to read "Donald N. David", is written over a horizontal line.

Donald N. David (DD 5222)
AKERMAN SENTERFITT LLP
335 Madison Avenue, 26th Floor
New York, NY 10017
Tel: (212) 880-3800
Fax: (212) 880-8965